

Andrew G. Dietderich  
John L. Hardiman  
David R. Zylberberg  
Veronica W. Ip  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, New York 10004  
Telephone: (212) 558-4000  
Facsimile: (212) 558-3588  
E-mail: dietdericha@sullcrom.com  
hardimanj@sullcrom.com  
zylberbergd@sullcrom.com  
ipvw@sullcrom.com

Counsel for TerraForm Power, Inc. and  
TerraForm Global, Inc.

**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
SUNEDISON, INC., <i>et al.</i> ,	)	Case No. 16-10992 (SMB)
Debtors.	)	(Jointly Administered)
	)	
OFFICIAL COMMITTEE OF UNSECURED	)	
CREDITORS, on behalf of the estates of the	)	
Debtors,	)	
	)	
v.	)	Adv. Proc. No. 16-01257 (SMB)
JUAN M RODRIGUEZ BELTRAN, <i>et al.</i> ,	)	
Defendants.	)	
	)	

**AFFIDAVIT OF SERVICE**

I, VERONICA W. IP, am over 18 years of age, not a party to the above-captioned action, and on December 1, 2016, I caused to be served the *Statement and Reservation of Rights of the Yieldcos to (A) the Motion to Stay by the Official Committee of Unsecured Creditors, and (B) the Debtors' (I) Response to the Committee's D&O Standing Motion and Motion to Stay, and (II) Request for Limited Relief from the Automatic Stay, Compelling Relevant Parties to Participate in Mediation, and Temporarily Extending Stay with Respect to the Debtors' Current and Former Directors and Officers Pending the Outcome of Mediation* [Docket No. 1716, Adv. Docket No. 32] (the "**Yieldcos' Statement and Reservation of Rights**") by causing a true and correct copy to be:

1. delivered via electronic mail and first class mail to the parties listed on the annexed Exhibit A,
2. delivered via first class mail to the parties listed on the annexed Exhibit B, and
3. delivered by hand to the party listed on the annexed Exhibit C.

On December 2, 2016, I caused to be served the Yieldcos' Statement and Reservation of Rights by causing a true and correct copy to be:

1. delivered via first class mail to the parties listed on the annexed Exhibit D.

Dated: December 12, 2016  
New York, New York

/s/ Veronica W. Ip  
Andrew G. Dietderich  
John L. Hardiman  
David R. Zylberberg  
Veronica W. Ip  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, New York 10004  
Telephone: (212) 558-4000  
Facsimile: (212) 558-3588  
E-mail: dietdericha@sullcrom.com  
hardimanj@sullcrom.com  
zylberbergd@sullcrom.com  
ipvw@sullcrom.com

Counsel for TerraForm Power, Inc. and TerraForm  
Global, Inc.

**Exhibit A**

Delivered via Electronic Mail and First Class Mail

Counsel for the Debtors:

Skadden, Arps, Slate, Meagher & Flom LLP  
Attn: Jay Goffman and Eric Ivester  
4 Times Square  
New York, NY 10036  
[jay.goffman@skadden.com](mailto:jay.goffman@skadden.com)  
[eric.ivester@skadden.com](mailto:eric.ivester@skadden.com)

and

Attn: James J. Mazza, Jr. and Louis Chiappetta  
155 N. Wacker Drive, Suite 2700  
Chicago, IL 60606  
[james.mazza@skadden.com](mailto:james.mazza@skadden.com)  
[louis.chiappetta@skadden.com](mailto:louis.chiappetta@skadden.com)

Counsel for the DIP Arrangers and DIP Agent:

White & Case LLP  
Attn: Scott Greissman  
1155 Avenue of the Americas  
New York, NY 10036-2787  
[sgreissman@whitecase.com](mailto:sgreissman@whitecase.com)

Counsel for the Prepetition First Lien Agent:

Latham & Watkins, LLP  
Attn: Richard Levy and Brad Kotler  
330 North Wabash Avenue, Suite 2800  
Chicago, IL 60611  
[richard.levy@lw.com](mailto:richard.levy@lw.com)  
[brad.kotler@lw.com](mailto:brad.kotler@lw.com)

Counsel for the Tranche B Lenders and the Steering Committee:

Akin Gump Strauss Hauer & Feld, LLP  
Attn: Arik Preis, Daniel H. Golden, Kristine Manoukian and Deborah Newman  
One Bryant Park  
New York, NY 10036  
[apreis@akingump.com](mailto:apreis@akingump.com)

dgolden@akingump.com  
kmanoukian@akingump.com  
djnewman@akingump.com

Counsel for the Second Lien Administrative Agent:

Pillsbury Winthrop Shaw Pittman LLP  
Attn: Daniel S. Brown  
1540 Broadway  
New York, NY 10036  
daniel.brown@pillsburylaw.com

Counsel for the Collateral Trustee to the Prepetition Second Lien Credit Agreement:

Wilmer Cutler Pickering Hale and Dorr LLP  
Attn: Andrew Goldman, Esq., Andrew Glantz, Esq., Charles Platt, Esq., Lauren  
Lifland, Esq.  
7 World Trade Center  
250 Greenwich Street  
New York, NY 10007  
andrew.goldman@wilmerhale.com  
andrew.glantz@wilmerhale.com  
charles.platt@wilmerhale.com  
lauren.lifland@wilmerhale.com

and

Attn: Benjamin Loveland, Esq.  
60 State Street  
Boston, MA 02109  
benjamin.loveland@wilmerhale.com

and

Attn: Nancy Manzer, Esq.  
1875 Pennsylvania Avenue NW  
Washington, DC 20006  
nancy.manzer@wilmerhale.com

Counsel for the Ad Hoc Group of Convertible Noteholders:

White & Case LLP  
Attn: Tom Lauria  
1155 Avenue of the Americas  
New York, NY 10036-2787

tlauria@whitecase.com

Counsel for the Official Committee of Unsecured Creditors:

Weil, Gotshal & Manges LLP  
Attn: Matthew S. Barr, David J. Lender, Jonathan D. Polkes, Joseph H. Smolinsky  
and Jill Frizzley  
767 Fifth Avenue  
New York, NY 10153-0119  
SunEWeilBFR@weil.com  
joshua.amsel@weil.com  
matt.barr@weil.com  
david.lender@weil.com  
joseph.smolinsky@weil.com  
jill.frizzley@weil.com

and

Morrison & Foerster LLP  
Attn: Lorenzo Marinuzzi, Jennifer Marines and Jonathan I. Levine  
250 West 55<sup>th</sup> Street  
New York, NY 10019  
lmarinuzzi@mofo.com  
jmarines@mofo.com  
jonlevine@mofo.com

Office of United States Trustee:

Office of the United States Trustee  
Attn: Paul Schwartzberg  
U.S. Federal Office Building  
201 Varick Street, Suite 1006  
New York, New York 10014  
paul.schwartzberg@usdoj.gov

The Securities and Exchange Commission:

Attn: Bankruptcy Department  
200 Vesey Street, Suite 400  
New York, NY 10281  
bankruptcynoticeschr@sec.gov

**Exhibit B**

Delivered via First Class Mail

The Debtors:

SunEdison, Inc.  
13736 Riverport Drive  
Maryland Heights, MO 63043

Office of the United States Attorney for the Southern District of New York:

86 Chambers Street, 3<sup>rd</sup> Floor  
New York, NY 10007

The Internal Revenue Service:

Attn: District Director  
290 Broadway  
New York, NY 10007

**Exhibit C**

**Delivered by Hand**

The Honorable Stuart M. Bernstein  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, New York 10004

**Exhibit D**

Delivered via First Class Mail

Counsel for Cobalt Partners, LP, Cobalt Partners II, LP, Cobalt Offshore Master Fund, LP, Cobalt KC Partners, LP, Oklahoma Firefighters Pension & Retirement System, Glenview Capital Partners, L.P., Glenview Institutional Partners, L.P., Glenview Capital Master Fund, Ltd., Glenview Capital Opportunity Fund, L.P., Glenview Offshore Opportunity Master Fund, Ltd., Omega Capital Investors, L.P., Omega Capital Partners, L.P., Omega Equity Investors, L.P., Omega Overseas Partners, Ltd., Kingdon Associates, Kingdon Credit Master Fund, L.P., Kingdon Family Partnership, L.P., M. Kingdon Offshore Master Fund, L.P., and VMT II, L.L.C:

Eiseman Levine Lehrhaupt & Kakoyiannis, P.C.  
Attn: Laurence May, Peter Reiser and Eric Aschkenasy  
805 Third Avenue, 10th Floor  
New York, NY 10022

and

Robbins Geller Rudman & Dowd LLP  
Attn: Dennis J. Herman and David W. Hall  
Post Montgomery Center  
One Montgomery Street, Suite 1800  
San Francisco, CA 94104

Counsel for Manuel Acosta:

Gainey McKenna & Egleston  
Attn: Thomas J. McKenna and Gregory M. Egleston  
440 Park Avenue South, 5th Floor  
New York, NY 10016

Counsel for Municipal Employees' Retirement System of Michigan:

Cole Schotz P.C.  
Attn: John H. Drucker and Mark Tsukerman  
1325 Avenue of the Americas, 19th Floor  
New York, NY 10019

and

Bernstein Litowitz Berger & Grossmann LLP  
Attn: Salvatore J. Graziano, Katherine M. Sinderson and Jake Nachmani  
1251 Avenue of the Americas  
New York, NY 10020

Counsel for Pyramid Holdings, Inc.:

Abraham, Fruchter & Twersky, LLP  
Attn: Mitchell M.Z. Twersky, Lawrence D. Levit and Cassandra Porsch  
One Penn Plaza, Suite 2805  
New York, NY 10119

Counsel for Kearny Investors S.à r.l., Powell Investors L.P., and Powell Investors II Limited Partnership:

Quinn Emanuel Urquhart & Sullivan, LLP  
Attn: Andrew J. Rossman and Jordan A. Goldstein  
51 Madison Ave., 22nd Floor  
New York, NY 10010

Counsel for Canyon Capital Advisors LLC, Canyon Balanced Master Fund, Ltd., Canyon Capital Arbitrage Master Fund, Ltd., Canyon-GRF Master Fund II, L.P., Canyon Value Realization Fund, L.P., The Canyon Value Realization Master Fund, L.P., and Permal Canyon IO Ltd.:

Quinn Emanuel Urquhart & Sullivan, LLP  
Attn: Jonathan E. Pickhardt  
51 Madison Ave., 22nd Floor  
New York, NY 10010

Counsel for Canyon Capital Advisors LLC, Canyon Balanced Master Fund, Ltd., Canyon Capital Arbitrage Master Fund, Ltd., Canyon-GRF Master Fund II, L.P., Canyon Value Realization Fund, L.P., The Canyon Value Realization Master Fund, L.P., Permal Canyon IO Ltd., Kearny Investors S.à r.l., Powell Investors L.P., and Powell Investors II Limited Partnership:

Baute Crochetiere & Gilford LLP  
Attn: Frank J. Broccolo and Mark D. Baute  
777 S. Figueroa Street, Suite 4900  
Los Angeles, CA 90017

Counsel for Clemens Schlettwein, Jerome Spindler, Darcy Church and Don Harris:

Pomerantz LLP  
Attn: Jeremy A. Lieberman, Murielle Steven Walsh and Brenda Szydlo  
600 Third Avenue, 20th Floor  
New York, NY 10016

and

The Rosen Law Firm, P.A.  
Laurence M. Rosen  
275 Madison Avenue, 34th Floor  
New York, NY 10016

Counsel for Jason Aldridge:

Grant & Eisenhofer, P.A.  
Attn: Gordon Z. Novod  
485 Lexington Avenue  
New York, NY 10017

and

Friedman Oster & Tejtel PLLC  
Attn: David F.E. Tejtel  
420 E. 79th Street, Suite A  
New York, NY 10075

and

Andrews & Springer LLC  
Attn: Craig J. Springer  
3801 Kennett Pike Building C, Suite 305  
Wilmington, DE 19807

Counsel for Barclays Capital Inc., BTG Pactual US Capital LLC, Citigroup Global Markets Inc., Crédit Agricole Securities (USA) Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Itaú BBA USA Securities, Inc., J.P. Morgan Securities, LLC, Kotak Mahindra, Inc., Macquarie Capital (USA) Inc., MCS Capital Markets LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, Santander Investment Securities Inc., SG Americas Securities, LLC, and SMBC Nikko Securities America, Inc.:

Shearman & Sterling LLP  
Attn: Adam S. Hakki, Daniel C. Lewis and Adam J. Goldstein  
599 Lexington Avenue  
New York, NY 10022

Counsel for Alexander Y. Usenko, Eric O'Day, Robert Linton, and Richard Wheeler:

Moritt Hock & Hamroff LLP  
Attn: Leslie A. Berkoff and Theresa A. Driscoll  
400 Garden City Plaza  
Garden City, NY 11530

Counsel for KPMG:

McGuireWoods LLP  
Attn: Douglas M. Foley  
2001 K Street N.W., Suite 400  
Washington, DC 20006-1040

and

Attn: Nathan S. Greenberg  
1345 Avenue of the Americas, Seventh Floor  
New York, NY 10105

Counsel for Peter Blackmore:

Wachtell, Lipton, Rosen & Katz  
Attn: William Savitt, Emil A. Kleinhaus, Bradley R. Wilson and Nicholas Walter  
51 West 52nd Street  
New York, NY 10019